

UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA

WILLIAM BRENNAN, Individually and )  
On Behalf of All Others Similarly Situated, )  
Plaintiff, )  
vs. )  
NASH FINCH COMPANY, et al., )  
Defendants. )

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ALFRED A. UMBERGER TRUST, )  
Individually and On Behalf of All Others )  
Similarly Situated, )  
Plaintiff, )  
vs. )  
NASH FINCH COMPANY, et al., )  
Defendants. )

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## **STIPULATION**

WHEREAS, on December 19, 2005, the first captioned class action complaint (the “William Brennan Action”) alleging violations of the federal securities laws was filed with this Court in connection with purchases of Nash Finch Company securities;

WHEREAS, on January 3, 2006, the Umberger Trust filed a class action complaint alleging violations of the federal securities laws;

WHEREAS, pursuant to § 21D(a)(3)(A) of the Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. § 78u-4(a)(3)(A), the plaintiff in the William Brennan Action caused notice to be published on *Business Wire* on December 19, 2005 (the “Notice”), which informed class members of their right to seek appointment as lead plaintiff;

WHEREAS on February 17, 2006, plaintiffs Central Laborers’ Pension Fund (“Central Laborers”), pursuant to § 21D of the Securities Exchange Act timely filed a motion to consolidate the above-captioned actions, to appoint it as lead plaintiff and to approve its choice of counsel, Lerach Coughlin Stoia Geller Rudman & Robbins LLP, as lead counsel, and Reinhardt Wendorf & Blanchfield as liaison counsel;

WHEREAS, on February 17, 2006, Loreto “Lory” Crisorio and Aeliene Crisorio (the “Crisorios”), pursuant to § 21D of the Securities Exchange Act, timely filed a motion to consolidate the above-captioned actions, to appoint them as lead plaintiff and to approve their choice of counsel, Milberg Weiss Bershad & Schulman, LLP, as lead counsel, and Lockridge Grindal Nauen P.L.L.P. as liaison counsel;

WHEREAS, on March 22, 2006, the Crisorios filed a notice of non-opposition to the Central Laborers’ Motion to be Appointed Lead Plaintiff and to approve its selection of counsel;

WHEREAS, Central Laborers' has the largest financial interest in the relief sought by the class and otherwise satisfy the requirements of § 21D(a)(3)(B)(iii)(I) of the Securities Exchange Act, 15 U.S.C. § 78u-4(a)(3)(B)(iii)(I);

IT IS HEREBY STIPULATED AND AGREED, by the parties, through their undersigned counsel as follows:

**CONSOLIDATION OF RELATED CASES**

1. The above-captioned actions are consolidated for all purposes (the "Consolidated Action"). This order (the "Order") shall apply to the Consolidated Action and to each case that relates to the same subject matter that is subsequently filed in this Court or is transferred to this Court and is consolidated with the Consolidated Action.

2. A Master File is established for this proceeding. The Master File shall be Civil Action No. 05-CV-02934-ADM-AJB. The Clerk shall file all pleadings in the Master File and note such filings on the Master Docket.

3. Every pleading filed in the Consolidated Action shall have the following caption:

|   |   |                                      |
|---|---|--------------------------------------|
| In re Nash Finch Co. Securities<br>Litigation | ) | Civil Action No. 05-CV-02934-ADM-AJB |
|   | ) |                                      |
|   | ) | <u>CLASS ACTION</u>                  |
| -----   | ) |                                      |
| This Document Relates To:                     | ) |                                      |
|   | ) |                                      |
| ALL DOCUMENTS                                 | ) |                                      |
| -----   | ) |                                      |

4. Each new case that arises out of the subject matter of the Consolidated Action which is filed in this Court or transferred to this Court, shall be consolidated with the Consolidated Action and this Order shall apply thereto, unless a party objects to

consolidation, as provided for herein, or any provision of this Order, within ten days after the date upon which a copy of this Order is served on counsel for such party, by filing an application for relief and this Court deems it appropriate to grant such application. Nothing in the foregoing shall be construed as a waiver of the defendants' right to object to consolidation of any subsequently-filed or transferred related action.

**APPOINTMENT OF LEAD PLAINTIFF AND LEAD COUNSEL**

5. Central Laborers' shall be appointed Lead Plaintiff pursuant to §21D(a)(3)(B) of the Securities Exchange Act, 15 U.S.C. § 78u-4(a)(3)(B);

6. Central Laborers' selection of Lerach Coughlin Stoia Geller Rudman & Robbins LLP, shall be approved as Lead Counsel pursuant to § 21D(a)(3)(B)(v) of the Securities Exchange Act, 15 U.S.C. 78u-4(a)(3)(B)(v); and

7. The law firm of Reinhardt Wendorf & Blanchfield shall be approved as Liaison Counsel.

**LEAD PLAINTIFF'S COUNSEL**

8. Lead plaintiff's counsel shall have authority to speak for, and enter into agreements on behalf of, plaintiffs in all matters regarding pretrial procedures, discovery and settlement negotiations. Lead plaintiff's counsel shall manage the prosecution of this litigation to avoid duplicative or unproductive activities. Lead plaintiff's counsel shall be responsible for coordination of all activities and appearances on behalf of plaintiffs and for dissemination of notices and orders. Lead plaintiff's counsel shall be responsible for communications with the Court. Lead plaintiff's counsel shall maintain a master service list of all parties and counsel.

9. Lead plaintiff's counsel shall communicate with liaison counsel and other plaintiffs' counsel and have the right to assign projects to other plaintiffs' counsel.

10. Defendants' counsel may rely upon agreements made with lead plaintiff's counsel. Such agreements shall be binding on all plaintiffs.

### **PLEADINGS AND MOTIONS**

11. Defendants are not required to respond to the complaint in any action consolidated into this action, other than a consolidated complaint or a complaint designated as the operative complaint.

12. Lead plaintiff shall file a consolidated complaint on or before June 30, 2006. The consolidated complaint shall be the operative complaint and shall supersede all complaints filed in any of the actions consolidated herein.

13. Defendants shall respond to the consolidated complaint within 60 days after service, unless otherwise agreed upon by the parties. If defendants file any motions directed at the consolidated complaint, the opposition brief shall be filed within 60 days of filing that motion and the reply brief shall be filed within 45 days of the filing of the opposition brief, unless otherwise agreed upon by the parties.

DATED: April 21, 2006

**REINHARDT WENDORF & BLANCHFIELD**  
GARRETT D. BLANCHFIELD, JR. (#209855)

s/ Garrett D. Blanchfield, Jr.

**GARRETT D. BLANCHFIELD, JR.**

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[Proposed] Liaison Counsel

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[Proposed] Lead Counsel for Plaintiffs

DATED: April 21, 2006

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ANDREW S. HANSEN #285894  
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s/ Andrew S. Hansen

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